

Exhibit 1**Transferred Assets**

Buyer is acquiring by this Bill of Sale from Assignor all of its right, title and interest in any and all assets, property and rights, tangible and intangible, of Assignor, other than "Excluded Assets," the following assets:

(i) all machinery, equipment, test equipment, furniture, fixtures, computers, printers, computer disks and other storage devices, computer software, supplies, spare and replacement parts, and all other tangible property and all related manuals, drawings, diagrams and other documentation;

(ii) all customer and supplier lists and all other information as to sources of supply and relationships with suppliers and customers;

(iii) copies of all books and records, correspondence, files and computer programs and data relating to the business of Assignor reasonably required by Buyer;

(iv) such contracts, leases or liabilities which Buyer expressly elects to acquire or assume (and no others), all as more particularly specified in the Bill of Sale;

(v) all intellectual property rights, inventory and general intangibles of any kind or nature of Assignor (including, without limitation, all rights of Assignor in and to all patents, trademarks, trade names, service marks, internet domain names, copyrights and trade secrets, and all related and ancillary rights);

(vi) all claims, asserted or unasserted, contingent or fixed, known or unknown, against third parties (but no liabilities arising therefrom);

(vii) all investments in and securities of third parties, including any rights to purchase or acquire any such securities;

(viii) all inventory, supplies and work in process;

(ix) all accounts receivable and notes receivable of Assignor;

(x) all general intangibles, including the right to any tax refunds or reductions;

and
(xi) all undertakings arising from both the previously certified Labor Condition Applications ("LCA") filed by Avaz Networks, Inc. for the Nonimmigrant employees as well as the Applications for Alien Employment Certification and I-140 petitions filed on behalf of these employees

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